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上海實業控股有限公司
SHANGHAI INDUSTRIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 363)

DISCLOSEABLE TRANSACTION

DISPOSAL OF CERTAIN ASSETS IN A SUBSIDIARY

THE DISPOSALS

On 18 July 2025, Quanzhou SIID, an indirect subsidiary of the Company, entered into (i) the SPA I with Quanzhou Zhenyuan, pursuant to which Quanzhou SIID agreed to sell and Quanzhou Zhenyuan agreed to purchase the Assets I at a consideration of RMB96,247,262 (inclusive of tax); (ii) the SPA II with Quanzhou Xinyuan, pursuant to which Quanzhou SIID agreed to sell and Quanzhou Xinyuan agreed to purchase the Assets II at a consideration of RMB1,149,752,342 (inclusive of tax); and (iii) the SPA III with Quanzhou Xinyuan, pursuant to which Quanzhou SIID agreed to sell and Quanzhou Xinyuan agreed to purchase the Assets III at a consideration of RMB806,689,767 (inclusive of tax). The Disposals involve Quanzhou SIID's certain assets, including residential units, parking spaces and a parcel of land, in Quanzhou City, Fujian Province, the PRC. The aggregate consideration of the Disposals is RMB2,052,689,371 (inclusive of tax).

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, the transactions contemplated under the SPA I, the SPA II and the SPA III shall be aggregated as if they were one transaction as they were all entered into within a 12-month period by the Group with the same party or with parties who are connected with one another.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposals are more than 5% but all of them are less than 25%, the Disposals constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements but is exempt from shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE DISPOSALS

On 18 July 2025, Quanzhou SIID, an indirect subsidiary of the Company, entered into (i) the SPA I with Quanzhou Zhenyuan, pursuant to which Quanzhou SIID agreed to sell and Quanzhou Zhenyuan agreed to purchase the Assets I; (ii) the SPA II with Quanzhou Xinyuan, pursuant to which Quanzhou SIID agreed to sell and Quanzhou Xinyuan agreed to purchase the Assets II; and (iii) the SPA III with Quanzhou Xinyuan, pursuant to which Quanzhou SIID agreed to sell and Quanzhou Xinyuan agreed to purchase the Assets III. The Disposals involve Quanzhou SIID's certain assets, including residential units, parking spaces and a parcel of land, in Quanzhou City, Fujian Province, the PRC. The aggregate consideration of the Disposals is RMB2,052,689,371 (inclusive of tax).

THE SPA I

Date : 18 July 2025

Parties : Quanzhou SIID as vendor
Quanzhou Zhenyuan as purchaser

Subject matter

Pursuant to the SPA I, Quanzhou SIID agreed to sell and Quanzhou Zhenyuan agreed to purchase the residential unit of Room 103 (duplex) of Building No. 5 of Gelanjun•Sea Palace (上实海上海格澜郡), located at No. 89 Quanning Road, Fengze District, Quanzhou City, Fujian Province, the PRC (the "**Lot C-7**") and the land use rights of the remaining undeveloped portion of the Lot C-7 (the "**Land**") (collectively, the "**Assets I**").

The residential unit of Room 103 (duplex) of Building No. 5 of Gelanjun•Sea Palace, which is an unsold residential unit completed in 2022, has a gross floor area of 196.76 sq. m.. The Land, which is under construction for commercial, office and hotel use, and will have a gross floor area of 57,210.45 sq. m.. Part of the pile foundation work on the Land has been completed and the construction work is currently suspended.

Consideration and payment terms

The consideration for the Assets I under the SPA I is RMB96,247,262 (inclusive of tax) (i.e. the Consideration I), which shall be paid by Quanzhou Zhenyuan to Quanzhou SIID in cash in the following manner:

(i) 15% of the Consideration I within 10 working days from the effective date of the SPA I;

(ii) 20% of the Consideration I within seven working days from the date on which Quanzhou SIID obtains the approval and related supporting documents from relevant governmental departments relating to the construction proposal for the Land provided by Quanzhou Zhenyuan;

(iii) 20% of the Consideration I within seven working days from the date on which Quanzhou SIID obtains the construction project planning permit for the Land;

(iv) 15% of the Consideration I within seven working days from the date of obtaining the real estate ownership certificates for the residential unit of Room 103 and the Land; and

(v) the remaining balance of the Consideration I within seven working days from the date on which the real estate ownership certificates (if required) for the residential unit of Room 103 and the construction project planning permit for the Land are transferred to Quanzhou Zhenyuan and registered under its name.

The effective date of the SPA I shall be the date when the shareholders of Quanzhou SIID have approved the announcement of the SPA I. The Consideration I shall be fully settled by Quanzhou Zhenyuan before 30 June 2026. If Quanzhou SIID fails to complete the relevant procedures due to any of its own reasons, the payment term under the SPA I shall be extended accordingly.

THE SPA II

Date : 18 July 2025

Parties : Quanzhou SIID as vendor
Quanzhou Xinyuan as purchaser

Subject matter

Pursuant to the SPA II, Quanzhou SIID agreed to sell and Quanzhou Xinyuan agreed to purchase the commercial residential buildings of Building Nos. 5, 7, 8, 9 and 10 of Gelanjun•Sea Palace, located at the Lot C-7 and related parking spaces with ownership rights (collectively, the "**Assets II**"). A specific commercial property contract will be entered into between the parties with respect to each residential unit and parking space.

The Assets II consists of (i) 466 residential units with an aggregate gross floor area of 81,860.83 sq. m. and (ii) 467 parking spaces located on the first and second basement levels with an aggregate gross floor area of 6,133.92 sq. m., which were completed in 2022.

Consideration and payment terms

The consideration for the Assets II under the SPA II is RMB1,149,752,342 (inclusive of tax) (i.e. the Consideration II), which shall be paid by Quanzhou Xinyuan to Quanzhou SIID in cash in the following manner:

(i) RMB172,462,851.30, representing 15% of the Consideration II within 60 calendar days from the effective date of the SPA II; and

(ii) upon receipt of the first instalment by Quanzhou SIID under the SPA II set out above, both parties shall sign commercial property contracts in respect of the residential units and parking

spaces under Assets II on a monthly basis and complete the online signature filing within three working days after the signing of those contracts. Quanzhou Xinyuan shall pay 85% of the transaction amount of the signed commercial property contracts for the month on the last working day of each month. The signing of the commercial property contracts for all residential units and parking spaces under Assets II and the related payment shall be completed before 30 December 2025.

The effective date of the SPA II shall be the date when the shareholders of Quanzhou SIID have approved the announcement of the SPA II. Within five working days after Quanzhou SIID receives the monthly payment from Quanzhou Xinyuan, both parties are required to apply from the real estate transaction center for real estate ownership certificates for the residential units and parking spaces under the corresponding commercial property contracts signed in the previous month.

THE SPA III

Date : 18 July 2025

Parties : Quanzhou SIID as vendor
Quanzhou Xinyuan as purchaser

Subject matter

Pursuant to the SPA III, Quanzhou SIID agreed to sell and Quanzhou Xinyuan agreed to purchase the commercial residential buildings of Building Nos. 7, 8, 9 and 10 of Yiyunxuan•Sea Palace (上实海上海依云轩), located at No. 55 Quannan Road, Fengze District, Quanzhou City, Fujian Province, the PRC and related parking spaces with ownership rights (collectively, the "**Assets III**"). A specific commercial property contract will be entered into between the parties with respect to each residential unit and parking space.

The Assets III consists of (i) 352 residential units with a gross floor area of 59,020.83 sq. m. and (ii) 352 parking spaces located on the first and second basement levels with a gross floor area of 4,783.64 sq. m., which were completed in 2021.

Consideration and payment terms

The consideration for the Assets III under the SPA III is RMB806,689,767 (inclusive of tax) (i.e. the Consideration III), which shall be paid by Quanzhou Xinyuan to Quanzhou SIID in cash in the following manner:

(i) RMB121,003,465.05, representing 15% of the Consideration III within seven working days from the effective date of the SPA III; and

(ii) upon receipt of the first instalment by Quanzhou SIID under the SPA III set out above, both parties shall sign commercial property contracts in respect of the residential units and parking spaces under Assets III on a monthly basis and complete the online signature filing within three

working days after the signing of those contracts. Quanzhou Xinyuan shall pay 85% of the transaction amount of the signed commercial property contracts for the month on the last working day of each month. The signing of all commercial property contracts for all residential units and parking spaces under Assets III and the related payment shall be completed before 30 December 2025.

The effective date of the SPA III shall be the date when the shareholders of Quanzhou SIID have approved the announcement of the SPA III. Within five working days after Quanzhou SIID receives the monthly payment from Quanzhou Xinyuan, both parties are required to apply from the real estate transaction center for real estate ownership certificates for the residential units and parking spaces under the corresponding commercial property contracts signed in the previous month.

BASIS OF DETERMINING THE CONSIDERATION

Each of the Consideration I, the Consideration II and the Consideration III was determined on arm's length basis between the parties to the relevant sale and purchase agreements and with reference to the appraised value of the relevant assets involved as at as at 30 April 2025, based on the valuation report issued by a third party independent valuer. The aggregate consideration for the Disposals is RMB2,052,689,371 (inclusive of tax) and the aggregate appraised value of the Assets I, the Assets II and the Assets III as at 30 April 2025 is approximately RMB2,047,327,900 based on the valuation report issued by a third party independent valuer. The valuation for the residential units was conducted based on the filing prices and the average pre-sale prices. The valuation for the Land under construction was conducted based on the hypothetical development method. The valuation for the parking spaces was conducted based on the market approach.

PERFORMANCE GUARANTEE

Quanzhou Kaiyuan, being the controlling shareholder of Quanzhou Zhenyuan and Quanzhou Xinyuan, has agreed to guarantee to Quanzhou SIID the performance of Quanzhou Zhenyuan and Quanzhou Xinyuan of their payment obligations under the SPA I, the SPA II and the SPA III (where applicable). Accordingly, Quanzhou SIID has the right to demand Quanzhou Kaiyuan to pay for any installment, liquidated damages, indemnities and other sums due to be paid by Quanzhou Zhenyuan and Quanzhou Xinyuan if they fail to pay in full and on time under any of the above agreements (where applicable).

FINANCIAL INFORMATION OF THE ASSETS

The net book value of all the assets for the Disposals was approximately RMB1,283,142,900 as at 30 April 2025.

FINANCIAL EFFECT OF THE DISPOSALS AND USE OF PROCEEDS

The Disposals are expected to result in an aggregate gain after tax of approximately RMB79,139,900, which is estimated based on the difference between the aggregate consideration of the Disposals to be received by Quanzhou SIID and the net book value of all the assets for the Disposals and net of

related expenses to be incurred and the taxes that will be imposed on the Disposals. The Disposals will have no material impact to the Company.

The net proceeds generated from the Disposals will be used for the Group's general working capital.

REASONS FOR AND BENEFITS OF THE DISPOSALS

The Disposals will allow the Group to accelerate the depletion of inventory, optimize the allocation of resources and increase the cash inflow of the Group, thereby generating working capital for the operation and development of the Group. The Disposals, which involves the disposal of certain assets in Fujian Province, are in line with SI Development's overall development strategy of gradually focusing on Shanghai and the Yangtze River Delta region.

The Board (including the independent non-executive Directors) believes that although the Disposals are not in the ordinary and usual course of business of the Group, it is on normal commercial terms and the terms of the Disposals are fair and reasonable, in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the Disposals or was required to abstain from voting on the relevant resolution(s) of the Board.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, the transactions contemplated under the SPA I, the SPA II and the SPA III shall be aggregated as if they were one transaction as they were all entered into within a 12-month period by the Group with the same party or with parties who are connected with one another.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposals are more than 5% but all of them are less than 25%, the Disposals constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements but is exempt from shareholders' approval requirement under Chapter 14 of the Listing Rules.

GENERAL INFORMATION

The Group

The Group is principally engaged in the businesses of infrastructure and environmental protection, comprehensive healthcare operations, real estate and consumer products.

Quanzhou Zhenyuan and Quanzhou Xinyuan

Quanzhou Zhenyuan was established in the PRC with limited liability and a wholly-owned subsidiary of Quanzhou Kaiyuan as at the date of this announcement. The principal activities of Quanzhou

Zhenyuan are investment, non-residential real estate leasing, property management, hotel management, park management services, commercial complex management services, conference and exhibition services, land use right leasing, accommodation services, real estate development and management.

Quanzhou Xinyuan was established in the PRC with limited liability and a wholly-owned subsidiary of Quanzhou Kaiyuan as at the date of this announcement. The principal activities of Quanzhou Xinyuan are investment, non-residential real estate leasing, property management, hotel management, park management services, commercial complex management services, conference and exhibition services, land use right leasing, accommodation services, real estate development and management.

Quanzhou Kaiyuan was established in the PRC with limited liability and is a wholly-owned subsidiary of Quanzhou State-owned Assets Investment and Management Company Limited* (泉州市国有资产投资经营有限责任公司) as at the date of this announcement. The principal activities of Quanzhou Kaiyuan are investment, space leasing, hotel management, commercial complex management services, conference and exhibition services, and park management services.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Quanzhou Zhenyuan, Quanzhou Xinyuan and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

DEFINITIONS

In this announcement, the following expressions shall have the meanings as set out below unless the context otherwise requires:

"Assets I"	has the meaning as defined in the section headed "THE SPA I – Subject matter" of this announcement
"Assets II"	has the meaning as defined in the section headed "THE SPA II – Subject matter" of this announcement
"Assets IIII"	has the meaning as defined in the section headed "THE SPA III – Subject matter" of this announcement
"Board"	the board of Directors
"Company"	Shanghai Industrial Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 363)

"connected person(s)", "controlling shareholder(s)", "subsidiary(ies)"	each has the meaning ascribed to it under the Listing Rules
"Consideration I"	the consideration of RMB96,247,262 (inclusive of tax) for the Disposal I payable by Quanzhou Zhenyuan to Quanzhou SIID
"Consideration II"	the consideration of RMB1,149,752,342 (inclusive of tax) for the Disposal II payable by Quanzhou Xinyuan to Quanzhou SIID
"Consideration III"	the consideration of RMB806,689,767 (inclusive of tax) for the Disposal IIII payable by Quanzhou Xinyuan to Quanzhou SIID
"Director(s)"	the director(s) of the Company
"Disposal I"	the disposal of the Assets I by Quanzhou SIID pursuant to the SPA I
"Disposal II"	the disposal of the Assets II by Quanzhou SIID pursuant to the SPA II
"Disposal III"	the disposal of the Assets III by Quanzhou SIID pursuant to the SPA III
"Disposals"	the Disposal I, the Disposal II and the Disposal III
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Land"	has the meaning as defined in the section headed "THE SPA I – Subject matter" of this announcement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Lot C-7"	has the meaning as defined in the section headed "THE SPA I – Subject matter" of this announcement
"PRC"	the People's Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region and Taiwan)

"Quanzhou Kaiyuan"	泉州市开源置业集团有限公司 (Quanzhou Kaiyuan Real Estate Group Company Limited*), a company established in the PRC with limited liability
"Quanzhou SIID"	泉州市上实投资发展有限公司 (Quanzhou Shanghai Industrial Investment Development Co., Ltd.*), a company established in the PRC with limited liability and a wholly-owned subsidiary of SI Development as at the date of this announcement
"Quanzhou Xinyuan"	泉州市歆源实业投资有限公司(Quanzhou Xinyuan Industrial Investment Company Limited*), a company established in the PRC with limited liability and a wholly-owned subsidiary of Quanzhou Kaiyuan as at the date of this announcement
"Quanzhou Zhenyuan"	泉州市甄源实业投资有限公司 (Quanzhou Zhenyuan Industrial Investment Company Limited*), a company established in the PRC with limited liability and a wholly-owned subsidiary of Quanzhou Kaiyuan as at the date of this announcement
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of share(s) of the Company
"SI Development"	上海实业发展股份有限公司 (Shanghai Industrial Development Co., Ltd.), a company established in the PRC with limited liability and listed on the Shanghai Stock Exchange (SSE Stock Code: 600748), an indirect non-wholly owned subsidiary of the Company as at the date of this announcement
"SPA I"	the sale and purchase agreement entered into between Quanzhou SIID and Quanzhou Zhenyuan on 18 July 2025 in relation to the Disposal I
"SPA II"	the sale and purchase agreement entered into between Quanzhou SIID and Quanzhou Xinyuan on 18 July 2025 in relation to the Disposal II
"SPA III"	the sale and purchase agreement entered into between Quanzhou SIID and Quanzhou Xinyuan on 18 July 2025 in relation to the Disposal III
"sq.m."	square metre(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"%"	per cent

* *For identification purposes only*

By Order of the Board
Shanghai Industrial Holdings Limited
Yee Foo Hei
Company Secretary

Hong Kong, 18 July 2025

As at the date of this announcement, the Board comprises:

Executive Directors:
Ms. Leng Wei Qing, Mr. Zhang Qian, Mr. Yao Jia Yong and Mr. Xu You Li

Independent non-executive Directors:
Mr. Leung Pak To, Francis and Mr. Yuen Tin Fan, Francis